



CORPORATION SERVICE COMPANY

RECORDATION NO. 24897-B FILED

JUN 08 '07

3-39 PM

SURFACE TRANSPORTATION BOARD

May 23, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 935831-005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 06/15/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

TRANSRAIL, INC
4211 W BOY SCOUT BLVD., STE 600
TAMPA, FL 33607-5757

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 AVENUE OF THE AMERICAS
20TH FLOOR
NEW YORK, NY 10036

Thank you for your assistance in this matter.
Sincerely,

Beth Poani 1-800-995-5071 ext. 3753
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8 day of SEPT., 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and TRANSRAIL, INC, a Florida corporation, with an address at 4211 W. Boy Scout Blvd., Suite 600, Tampa, FL 33607-5757, (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 4-6-2004 and given Recordation Number 24897.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TRANSRAIL, INC.

By: [Signature]
Name: C. WENDEL
Title: VICE PRESIDENT

Schedule A

Number of Cars

Equipment Description

5 12,000 through 18,000 gallon capacity tank cars, non coiled, non insulated

1	PLEX	1500
2	PLEX	1506
3	PLEX	1521
4	PLMX	703
5	PLMX	413180